

RECORDATION NO. 25174-H FILED

APR 29 '08

4:10 PM

SURFACE TRANSPORTATION BOARD



VIA UPS 2nd DAY AIR

April 25, 2008

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588
www.firstunionrail.com

Ms. Anne K. Quinlan
Surface Transportation Board
395 E Street, S W., Suite 100
Washington, DC 20024

Re: Memorandum of Assignment of Lease

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Assignment of Lease dated March 31, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Memorandum of Lease which was duly filed with the Surface Transportation Board under Recordation Number 25174. The names and addresses of the parties to the enclosed document are:

Lessee: Advantage Metals Recycling LLC
3005 Manchester Trafficway
Kansas City, MO 64129

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

A description of the railroad equipment covered by the enclosed document is four (4) 52'6" gondola cars with AFCX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Assignment of Lease.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Very truly yours,

Marcia Dunne
Rail Documentation Specialist

Enclosures

(GAME010)

ASSIGN.: GAME010

MEMORANDUM OF ASSIGNMENT OF LEASE

THIS MEMORANDUM OF ASSIGNMENT OF LEASE (the "Memorandum") is made and entered into as of this the 31st day of March, 2008, by FIRST UNION RAIL CORPORATION, a North Carolina corporation, Lessor, and Galamba Metals Group, LLC, a Missouri limited liability company as Lessee/Assignor, and ADVANTAGE METALS RECYCLING LLC, a Delaware corporation, as Lessee/Assignee ("Lessee").

WITNESSETH:

Pursuant to that certain Assignment and Assumption Agreement dated as of March, 31 2008, Galamba Metals Group, LLC has assigned to Advantage Metals Recycling LLC and Advantage Metals Recycling LLC has assumed from Galamba Metals Group, LLC all Galamba Metals Group, LLC right, title and interest to that certain Lease Agreement and Rider No. 10 dated as of February 23, 2006, whereby Lessor will lease certain railcars to Lessee pursuant and subject to the terms, conditions and provisions of said Lease.

A Memorandum evidencing such Lease was filed at the Surface Transportation Board pursuant to Section 11301 of Title 49 of the *United States Code* on April 3, 2006 at 2:52 p.m. with primary Recordation Number 25174-F.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour
Name: RICHARD F. SEYMOUR
Title: VICE PRESIDENT SALES & MARKETING

By: Susan Grokulska
Name: SUSAN GROKULSKY
Title: ASSISTANT DIRECTOR OF DOCUMENTATION

Executed on this 23rd day of April, 2008.

[CORPORATE SEAL]

STATE OF ILLINOIS
COUNTY OF COOK

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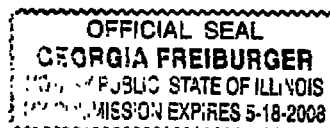
SURFACE TRANSPORTATION BOARD

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Assignment of Lease.

WITNESS my hand and official stamp or seal, this 18th day of April, 2008.

My Commission Expires:

5-2008
(Notary Public)



LESSEE:

ADVANTAGE METALS RECYCLING LLC

ATTEST:

By: Mary J. Colebrook
Name: Mary J. Colebrook
Title: Director Legal & Insurance

By: Sara Kunsman
Name: Sara Kunsman
Title: Assistant Secretary

Executed on this 1th day of April, 2008.

[CORPORATE SEAL]

STATE OF Ohio

COUNTY OF Hamilton

I, Mary J. Colebrook, a Notary Public of the County and State
aforesaid, certify that Sara K. Kunsman personally appeared before me this day and
acknowledged ~~has~~ ^{her} due execution of the foregoing Memorandum of Assignment of Lease.

WITNESS my hand and official stamp or seal, this 1th day of April, 2008.

Mary J. Colebrook
Notary Public

My Commission Expires:

has no expiration date

(Notary Public)



MARY JOANN COLEBROOK
Attorney At Law
Notary Public, State of Ohio
My commission has no expiration date
Sec. 147.03 R.C.

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Four (4)

DESCRIPTION OF CARS: 52'6" Gondola cars with 8' inside height and GRL of 263,000 lbs.

CAR NUMBERS:

AFCX	319996
AFCX	319997
AFCX	319998
AFCX	319999